

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE: PHARMACEUTICAL INDUSTRY
AVERAGE WHOLESALE PRICE
LITIGATION

MDL NO. 1456

THIS DOCUMENT RELATES TO:

GSK SETTLEMENT

CIVIL ACTION: 01-CV-12257-PBS

Judge Patti B. Saris

**CLASS PLAINTIFFS' MOTION TO TRANSFER GSK SETTLEMENT
FUNDS AND TO APPOINT NEW ESCROW AGENT**

Class Plaintiffs in the GSK AWP Settlement, after consultation with and agreement by counsel for Defendant GlaxoSmithKline ("GSK"), and pursuant to Paragraph 5 the Class Escrow Agreement dated September 5, 2006 (Exhibit D to Settlement Agreement at Docket No. 2972) ("Class Escrow Agreement"), attached hereto as Exhibit A, hereby move this Court for an Order directing Frontier Bank, Corporate Trust Department, the current Escrow Agent ("Frontier"), to promptly liquidate all investments of remaining GSK AWP settlement assets and transfer all such funds to KeyBank Trust Department, 1301 Fifth Avenue, Suite 2400, Seattle, WA 98101 ("KeyBank").

In consultation with GSK counsel, Class Counsel wish to remove Frontier as Escrow Agent and appoint KeyBank as Escrow Agent under the Class Escrow Agreement. In all material respects, the Class Escrow Agreement is to remain unchanged.

Pursuant to paragraph 5 of the Class Escrow Agreement, an order of this Court is necessary for the transfer of funds to take place. Class Plaintiffs therefore move this Court for an Order 1) directing Frontier to liquidate all investments of remaining GSK AWP settlement assets

and transfer all remaining settlement funds to KeyBank and 2) appointing KeyBank the Escrow Agent to hold and invest any remaining settlement funds in accordance with the Class Escrow Agreement, as amended.

DATED: November 13, 2009

By /s/ Steve W. Berman
Thomas M. Sobol (BBO#471770)
Edward Notargiacomo (BBO#567636)
Hagens Berman Sobol Shapiro LLP
55 Cambridge Parkway, Suite 301
Cambridge, MA 02142
Telephone: (617) 482-3700
Facsimile: (617) 482-3003

LIAISON COUNSEL

Steve W. Berman
Sean R. Matt
Hagens Berman Sobol Shapiro LLP
1301 Fifth Avenue, Suite 2900
Seattle, WA 98101
Telephone: (206) 623-7292
Facsimile: (206) 623-0594

Jeffrey Kodroff
John A. Macoretta
Spector, Roseman Kodroff & Willis, P.C.
1818 Market Street, Suite 2500
Philadelphia, PA 19103
Telephone: (215) 496-0300
Facsimile: (215) 496-6611

Kenneth A. Wexler
Jennifer Fountain Connolly
Wexler Wallace LLP
55 W. Monroe, Suite 3300
Chicago, IL 60603
Telephone: (312) 346-2222
Facsimile: (312) 346-0022

Marc H. Edelson
Hoffman & Edelson
45 West Court Street
Doylestown, PA 18901
Telephone: (215) 230-8043
Facsimile: (215) 230-8735

**CO-LEAD COUNSEL FOR
PLAINTIFFS**

CERTIFICATE OF SERVICE

I hereby certify that I, Steve W. Berman, an attorney, caused a true and correct copy of the foregoing, **CLASS PLAINTIFFS' MOTION TO TRANSFER GSK SETTLEMENT FUNDS AND TO APPOINT NEW ESCROW AGENT**, to be delivered to all counsel of record by electronic November 13, 2009, a copy to LexisNexis File & Serve for posting and notification to all parties.

/s/ Steve W. Berman
Steve W. Berman